

## **NOTIFICATION FORM**

**for the notification of a concentration pursuant to  
Article 24 of Act LVII of  
1996 on the Prohibition of Unfair and  
Restrictive Market Practices**

**To be used from 1 July 2023**

**The form must be completed in Hungarian – the Hungarian Competition Authority will consider only the form completed in Hungarian as a duly completed form pursuant to Article 43/J (1) of Act LVII of 1996 on the Prohibition of Unfair and Restrictive Market Practices (the Hungarian Competition Act, hereinafter: HCA).**

Before completing the notification form, please read carefully the *Guide to the notification form for the notification of a concentration pursuant to Article 24 of Act LVII of 1996 on the Prohibition of Unfair and Restrictive Market Practices (hereinafter: Guide)* published on the website of the Hungarian Competition Authority (in Hungarian only).

Please note that pursuant to Article 43/L (1) of the HCA, a pre-notification contact may be initiated with the Hungarian Competition Authority in order to clarify the scope of the data and documents required for the submission of a concentration notification. **Any derogation from the questions of this form or any deviation from the questions contained in the form is only possible after a pre-notification contact has taken place.** Before completing and submitting the form, we kindly ask you to be informed about the possibilities of a pre-notification contact.

The rules of the pre-notification contact are to be found in Notice of the President of the Hungarian Competition Authority and the Chair of the Competition Council of the Hungarian Competition Authority on pre-notifications in connection with investigations regarding concentrations (hereinafter: Pre-notification Notice), which is available on the website of the Hungarian Competition Authority (in Hungarian only).

# Notification

By submitting the present form [Name, registered office, postal address of the party(ies) notifying the concentration (if different from the registered office)] as party(ies) notifying the concentration, through the (legal) representative [name and postal address of the legal representative] pursuant to Article 24(1) / Article 24(4) and Article 28 of Act LVII of 1996 on the Prohibition of Unfair and Restrictive Market Practices

**I/we hereby notify the Hungarian Competition Authority**

of the concentration described in Chapter I below.

All data and information provided in this form, its annexes and in all other documents that have been submitted are authentic, current and accurate and they are provided to the best of my/our knowledge.

[Date and place]

[signature]

## I. Subject of the notification of a concentration

**I.1.** Describe briefly – a maximum of 2 pages – the nature of the concentration, specifying the participants, the type of concentration pursuant to Article 23 of Act LVII of 1996 on the Prohibition of Unfair and Restrictive Market Practices (the Hungarian Competition Act, hereinafter: HCA) the areas of activity of the participants, the markets affected by the concentration, the expected organisational and market consequences of the concentration on these markets, highlighting the competitive effects of the concentration on the Hungarian markets. In addition to the text description, fill in the table below:

<b>Legal basis of the notification</b>	<input type="checkbox"/> Article 24(1) of the HCA <input type="checkbox"/> Article 24(1) and (2) of the HCA <input type="checkbox"/> Article 24(4) of the HCA	
<b>Nature of the transaction</b>	<input type="checkbox"/> Single transaction, considered as a concentration. <input type="checkbox"/> Several transactions which when taken separately are considered as concentrations, but which in fact form a single concentration. <sup>1</sup> <input type="checkbox"/> Several concentrations that can be assessed in a single proceeding. <sup>2</sup>	
<b>Date of contract(s) the transaction is based on</b>		
<b>Type of concentration</b>	<input type="checkbox"/> Article 23(1)(a) of the HCA <input type="checkbox"/> Article 23(1)(b) of the HCA <input type="checkbox"/> Article 23(1)(c) of the HCA	
<b>Type of control acquired</b>	<input type="checkbox"/> Article 23(2)(a) of the HCA <input type="checkbox"/> Article 23(2)(b) of the HCA <input type="checkbox"/> Article 23(2)(c) of the HCA <input type="checkbox"/> Article 23(2)(d) of the HCA	
<b>Will there be any restriction of competition for the period after the completion of the transaction?</b>	<input type="checkbox"/> Yes	<input type="checkbox"/> No
<b>Hungarian net turnover of the acquirer's group of undertakings, after deducting intra-group turnover<sup>3</sup></b>		
<b>Hungarian net turnover of the group of undertakings of the target undertaking / Hungarian net turnover of part of the undertaking in Hungary, after deducting intra-group turnover<sup>4</sup></b>		
<b>EU-wide concentration</b>	<input type="checkbox"/> Yes	<input type="checkbox"/> No
<b>Application of the two-thirds rule</b>	<input type="checkbox"/> Yes	<input type="checkbox"/> No
<b>Notification to the competition authority of another country</b>	<input type="checkbox"/> Yes	<input type="checkbox"/> No
If yes, which country/countries		
<b>Notification to or authorisation from another authority</b>	<input type="checkbox"/> Yes	<input type="checkbox"/> No

<sup>1</sup> In this case, please refer to the relevant point of the Notice of the President of the Hungarian Competition Authority and the Chair of the Competition Council of the Hungarian Competition Authority on certain questions relating to the proceedings on investigating concentrations (hereinafter the "Notice").

<sup>2</sup> In this case, please refer to the relevant point of the Notice.

<sup>3</sup> This line is multipliable if there are several groups of undertakings concerned.

<sup>4</sup> This line is multipliable if there are several groups of undertakings concerned.

If yes, which authority		
<b>Effect on competition related to the concentration</b>	<input type="checkbox"/> Horizontal <input type="checkbox"/> Vertical <input type="checkbox"/> Portfolio	
<b>Can significantly overlapping market(s) be identified?</b>	<input type="checkbox"/> Yes	<input type="checkbox"/> No
<b>Can related relevant market(s) be identified?</b>	<input type="checkbox"/> Yes	<input type="checkbox"/> No
<b>Authorisation(s) of (a) proxy(s) for the service of process is / are attached?</b>	<input type="checkbox"/> Yes	<input type="checkbox"/> No
<b>Is (are) the document(s) that the transaction is based on attached?</b>	<input type="checkbox"/> Yes	<input type="checkbox"/> No
<b>Is (are) the document(s) confirming market shares attached?</b>	<input type="checkbox"/> Yes	<input type="checkbox"/> No
<b>Has the administration fee been paid?</b>	<input type="checkbox"/> Yes	<input type="checkbox"/> No

**I.2.** Provide a summary (maximum 500 words) of the information covered in Point I.1. without disclosing any business secrets, which is published by the Hungarian Competition Authority on its website pursuant to Article 43/J.(2) of the HCA.

The Hungarian Competition Authority publishes the summary without modifications; therefore the description of the transaction has to be entire and comprehensible in itself. Please avoid abbreviations!

## II. Participants of the concentration

Please provide your answers to the questions in this chapter separately for each undertaking or group of undertakings.

If, in your opinion, answering a question in the form or the attachment of a document indicated in the form is not necessary, not possible or not applicable, in view of the specificities of the concentration in question, or not necessary or not possible to the extent indicated in the form, answering that question or the attachment of the requested document may be omitted, but the omission must be justified. Please declare whether the notification contains all the facts and data necessary for the assessment of the case even without this information, or present other evidence that is not mentioned in the questions of the form.

In such cases, before submitting the notification of the concentration, it is recommended to request a pre-notification contact regarding this topic from the Hungarian Competition Authority. With the pre-notification contact, the order of the investigation of a concentration due to an incorrectly completed form pursuant to Article 67(4)(b) of the HCA can be avoided. The rules of the pre-notification contact are to be found in the Pre-notification Notice.

### II.1. The parties

Pursuant to Article 52(a)(aa) of the HCA, parties to the competition supervision proceeding for the investigation of a concentration initiated upon the notification of a concentration are

- a) the party notifying the concentration,
- b) the direct participant of the concentration,
- c) – in case of the acquisition of a part of an undertaking pursuant to Article 23(1)(a) of the HCA –, the undertaking of which the merging part of an undertaking was part of prior to the merger.

According to Article 26(2) of the HCA, direct participants are

- a) the acquiring and acquired undertakings, in the case of an acquisition of an undertaking,
- b) the merging undertakings, in case of a merger,
- c) in the case of an acquisition of a part of an undertaking, the part of an undertaking and the undertaking which it becomes part of,
- d) the undertaking(s) acquiring direct control, the undertaking controlling such undertaking jointly with one or more members of another group of undertakings by acquiring indirect joint control pursuant to Article 23(1)(b), as well as the undertaking over which control is acquired,
- e) the undertakings setting up a joint venture, in the case of a newly established joint venture.

According to Article 43/K of the HCA, in a proceeding relating to the notification of a concentration, ‘party’ shall mean the undertakings specified in Article 52(a)(aa).

If it was the direct participant who made the notification, the notifying party does not need to be listed again as a direct participant.

By completing the tables below, provide, separately for each undertaking, the following information on the undertakings that would qualify as a party pursuant to Article 52(a) (aa) of the HCA:

- a) the name, registered office, postal address (if it differs from the registered office), phone number as well as the address used for electronic communication of the undertaking,
- b) the name, address, telephone number and email address of the representative of the undertaking, the contact details used for electronic communication and, in the case of a legal representative, the title or position of the representative and, in the case of an authorised representative, the fact that he/she acts in such a capacity,
- c) if the undertaking has no registered office or delivery address in Hungary and no representative in Hungary, the name of the agent for the purposes of this procedure and his/her postal address in Hungary,

d) in the case of direct participants, the legal basis of direct participation pursuant to Article 26(2) of the HCA.

Notifier	
<b>Name of undertaking</b>	
<b>Registered office</b>	
<b>Postal address</b>	
<b>Phone number</b>	
<b>Address for electronic communication</b>	
Proxy or agent for the service of process of the party notifying the concentration	
<b>Name</b>	
<b>Postal address</b>	
<b>Phone number</b>	
<b>Email address</b>	
<b>Address for electronic communication</b>	

Direct participants	
1. Undertaking	
<b>Name of undertaking/part of the undertaking<sup>5</sup></b>	
legal basis of direct participation	
<b>Registered office</b>	
<b>Postal address</b>	
<b>Phone number</b>	
<b>Address for electronic communication</b>	
Proxy or agent for the process of service of 1. undertaking	
<b>Name</b>	
<b>Postal address</b>	
<b>Phone number</b>	
<b>Email address</b>	
<b>Address for electronic communication</b>	
2. Undertaking	

<sup>5</sup> In the case of a part of an undertaking, the name of the undertaking that the part of the undertaking was part of prior to the concentration (e.g., y branch of x undertaking) must also be indicated, together with the details of that undertaking.

<b>Name of undertaking</b>	
legal basis of direct participation	
<b>Registered office</b>	
<b>Postal address</b>	
<b>Phone number</b>	
<b>Address for electronic communication</b>	
Proxy or agent for the process of service of 2. undertaking	
<b>Name</b>	
<b>Postal address</b>	
<b>Phone number</b>	
<b>Email address</b>	
<b>Address for electronic communication</b>	

## II.2. Groups of undertakings participating in the concentration

Pursuant to Article 23(2) of the HCA, direct control is exercised by a sole undertaking, or more than one undertaking jointly, which

- a) has, or have, the ownership of the businesses or shares of another undertaking entitling it or them to exercise majority voting rights, or is or are holders of more than fifty per cent of the voting rights; or
- b) is, or are, entitled to appoint, elect or recall the majority of the executive officers of another undertaking; or
- c) is, or are, entitled by contracts to exercise decisive influence on the market practices of another undertaking; or
- d) acquires, or acquire, the actual ability to exercise decisive influence over the market practices of another undertaking.

According to Article 23(3) of the HCA, an undertaking shall have indirect right of control over another undertaking which

- a) is directly controlled, whether jointly with that undertaking or solely, by an undertaking under its direct control,
- b) is directly controlled jointly by undertakings under its direct control,
- c) is controlled in accordance with point (a) or (b) by undertakings under its indirect control pursuant to point (a) or (b), or
- d) is controlled in accordance with points (a) to (c) by undertakings under its indirect control pursuant to points (a) to (c).

According to Article 15(2) of the HCA, an undertaking belongs to the same group of undertakings together with those undertakings which

- a) are under its sole control,
- b) exercise control over it, as referred to in point (a),
- c) are under the control, as referred to in point (a) above, of the undertakings referred to in point (b),
- d) are under the joint control of two or more of the undertakings referred to in points (a) to (c) and the undertaking concerned.

### II.2.1. Provide separately the following information regarding each of the direct participants:

- a) the control relations of these undertakings, and their actual business activities, with copious details about the aspects of these activities that are either related to Hungary, or which may have an effect on the Hungarian markets;



b) indirect participants [pursuant to Article 26(3) and (4) of the HCA] belonging, pursuant to Article 15 of the HCA, to the same group of undertakings as direct participants (illustrate the group structure and control relations before and after the concentration also in a structure chart):

ba) regarding the members of the group of undertakings with activities relevant to the concentration (i.e. overlapping with or related to the relevant markets) in Hungarian markets, also describe in textual terms their control and management relationships and describe in detail their business activities in Hungarian markets,<sup>6</sup>

bb) regarding the members of the group of undertakings that are not active in Hungarian markets but are active in European markets and are relevant to the concentration, it is sufficient to list these undertakings and describe their activities and their role in the group,

bc) in the case of undertakings in a group of undertakings which are connected to Hungarian and European markets and which have activities in those markets that are *not relevant* to the concentration, it is sufficient to provide a structure chart or a table which also contains a brief indication of their activities.

**II.2.2.** Declare whether there are undertakings which, pursuant to Article 15 of the HCA, do not belong to the groups of undertakings participating in the concentration but are jointly controlled by a member of the group of undertakings involved in the concentration and an undertaking independent of the groups of undertakings involved in the concentration, and which are engaged in activities relevant to the concentration and are present on the Hungarian market. If there are such undertakings, then:

a) describe the structure of their control, such as which member(s) of the group of undertakings participating in the concentration is (are) involved in the joint control and in what way; what groups(s) of undertakings are the joint controller(s) independent of the group(s) participating in the concentration is (are) part of; how it (they) is (are) involved in joint control and in which Hungarian market(s) it (they) is (are) present,

b) demonstrate their business activities on the Hungarian markets in detail.

**II.3.** Declare whether relations, which do not result in control within the meaning of the HCA, existed prior to the proposed concentration between the undertakings or groups of undertakings participating in the concentration and undertakings independent of them [Article 15(1) of the HCA], and which are relevant to the concentration and affect the Hungarian market. If so, please describe such relationships with undertakings which have activities relevant to the concentration and are present in the Hungarian market as follows:

a) a minority interest of at least 10% in independent undertakings (name of the undertaking, the percentage of ownership and the name of the undertaking owning it),

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<sup>6</sup> See point 48 of the Guide.

- b) personnel overlaps (executive official positions held by the same person in other independent undertakings),
- c) other significant contractual economic relationships (significant economic relationships between undertakings participating in the concentration and undertakings independent of them which may have a decisive influence on the operation of other market actors present in other Hungarian markets),
- d) give a brief description of the activities of the undertakings indicated in (a) to (c) above.

**II.4. Related proceedings**

Describe any closed or on-going concentration proceedings of the European Commission as competition authority or the competition authority of any country within Europe or the United States of America in the 2 years preceding the concentration, relating to the markets affected by the concentration, which the groups of undertakings involved in the concentration participated in. The procedures before the Hungarian Competition Authority do not need to be listed in the table.

Competent authority	Case number of the proceedings	Undertakings concerned	Result of the proceedings / Status of on-going proceedings

### III. Thresholds and competence (jurisdiction)

When completing the below table, the explanation provided for this part of the form in the Guide may be of help.

Pursuant to Article 26(4) of the HCA, those undertakings that either directly or indirectly control the undertaking marked as the direct participant of the concentration or a part thereof, as well as other undertakings (i.e. undertakings other than the direct participant) controlled directly or indirectly by these undertakings should not be taken into account in the case of the group of undertakings of the target undertaking or a part thereof.

The turnover of the jointly controlled undertakings shall be shared equally between the joint controllers, with undertakings belonging to the same group of undertakings being considered as one for the purpose of calculating the control ratio.

**III.1.** Provide the turnover figures of the groups of undertakings participating in the concentration, as defined in Article 27 of the HCA:

Name of the group of undertakings	Net turnover of the groups of undertakings participating in the concentration in Hungary in the preceding business year, in million HUF, calculated pursuant to paragraphs (1)-(7) of Article 27 of the HCA
1. The group of undertaking of the undertaking acquiring control	
2. The group of undertakings of the target undertaking <sup>7</sup> / Part of undertaking to be acquired	
3. The group of undertakings concerned in total	

**III.2.** If the concentration is subject to notification due to the aggregation rule under Article 24(2) of the HCA, please provide in the table below information on the concentrations carried out by the group of undertakings acquiring (or otherwise expanding) control as a result of the concentration with the group of undertakings the controlling powers of which are relinquished as a result of the concentration in the 2 years preceding the concentration:

I. Date of the previous concentration	II. Name of the undertaking becoming part of the group of undertakings as a result of the previous concentration	III. Net turnover of the undertaking under point II in Hungary in the business year preceding the previous concentration (million HUF)	IV. Net turnover under point III excluding sales to other participants in the previous concentration in the previous business year (million HUF)
1.			

<sup>7</sup> Without the undertakings losing control, as well as the other undertakings controlled by these undertakings.

I. Date of the previous concentration	II. Name of the undertaking becoming part of the group of undertakings as a result of the previous concentration	III. Net turnover of the undertaking under point II in Hungary in the business year preceding the previous concentration (million HUF)	IV. Net turnover under point III excluding sales to other participants in the previous concentration in the previous business year (million HUF)
2.			
...			

**III.3.** Declare whether the proposed concentration or any other concentration related to it

- a) has been notified to the European Commission as competition authority, has been the subject of a case referral pursuant to Article 4 of Council Regulation (EC) No 139/2004 of 20 January 2004 on the control of concentrations between undertakings (hereinafter “Council Regulation (EC) No 139/2004”) or is intended to be notified to the European Commission as competition authority, and, if no such notification has been made or is planned, explain why the concentration should not be deemed as a concentration with an EU dimension pursuant to Article 1(2) or (3) of Council Regulation (EC) No 139/2004.

You may find it helpful to fill in the table below (the criteria are cumulative, the concentration cannot be deemed to have an EU dimension if the two-thirds rule applies):

Criteria	Yes	No
Article 1(2)		
a) the combined aggregate worldwide turnover of all the undertakings concerned is more than EUR 5,000 million; and		
b) the aggregate EU-wide turnover of each of at least two of the undertakings concerned is more than EUR 250 million		
<b>each of the undertakings concerned achieves more than two-thirds of its aggregate EU-wide turnover within one and the same Member State.</b>		
Article 1(3)		
a) the combined aggregate worldwide turnover of all the undertakings concerned is more than EUR 2,500 million;		
b) in each of at least three Member States, the combined aggregate turnover of all the undertakings concerned is more than EUR 100 million;		
c) in each of at least three Member States included for the purpose of point (b), the aggregate turnover of each of at least two of the undertakings concerned is more than EUR 25 million; and		
d) the aggregate EU-wide turnover of each of at least two of the undertakings concerned is more than EUR 100 million		
<b>each of the undertakings concerned achieves more than two-thirds of its aggregate EU-wide turnover within one and the same Member State.</b>		

- b) has been or is intended to be notified to the competition authority of any other country, and if so, when and to which competition authority such a notification has been filed or is planned to be filed, when the proceeding before that competition authority is expected to be closed and, if the proceeding has already been closed at the time of this filing, its outcome.

## IV. Description of the concentration

If, in your opinion, answering a question in the form or the attachment of a document indicated in the form is not necessary, not possible or not applicable, in view of the specificities of the concentration in question, or not necessary or not possible to the extent indicated in the form, answering that question or the attachment of the requested document may be omitted, but the omission must be justified. Please declare whether the notification contains all the facts and data necessary for the assessment of the case even without this information, or present other evidence that is not mentioned in the questions of the form.

In such cases, before submitting the notification of the concentration, it is recommended to request a pre-notification contact regarding this topic from the Hungarian Competition Authority. With the pre-notification contact, the order of the investigation of a concentration due to an incorrectly completed form pursuant to Article 67(4)(b) of the HCA can be avoided. The rules of the pre-notification contact are to be found in the Pre-notification Notice.

**IV.1.** Describe the background and circumstances of the proposed concentration or transaction, with particular reference to

- a) the commercial motivation of the concentration (including its causes, purpose, timing, expected impact, underlying market trends),
- b) the form and timing of the initiation of the concentration process (e.g. public bid for sale/acquisition, announcement of a public bid, competitive tender, etc.),
- c) whether the public bid made at the launch of the proposed concentration has the support of the management, supervisory board or any other representative body of the group of undertakings to be acquired, and
- d) the chronology of events relevant to the creation and implementation of the concentration (e.g. the date of entry into each contract, the planned closing date)!

**IV.2.** Describe

- a) the manner in which control is acquired and the manner in which control will be exercised after the transaction, by reference to the relevant clause in the contract establishing the concentration and any other related document,
- b) the proposed type of concentration pursuant to Article 23 of the HCA (merger, takeover, acquisition of sole or joint control or direct or indirect control, the acquisition of a part of an undertaking, the establishment of a joint venture etc.),
- c) in the case of an acquisition of control, the way in which control will be obtained [Article 23(2) (a) to (d) of the HCA],
- d) in the case of an acquisition of a part of an undertaking, the fulfilment of the definition of the part of an undertaking [Article 23(5) of the HCA],
- e) in the case of establishing a joint venture or in the case of the acquisition of joint control, the fulfilment of the definition of a joint venture which is able to perform all the functions of an independent undertaking on a lasting basis [Article 23(1) (c) of the HCA]!

**IV.3.** Demonstrate, with reference to the relevant clauses of the contract or other documents evidencing the bona fide decision to implement the concentration:

- a) that there is a possibility to submit the notification based on Article 28(2) of the HCA;
- b) the provisions containing restrictive clauses or parts of provisions having such an effect for the period after the implementation of the concentration and explain to what extent they comply with Article 30(7) of the HCA and the relevant practice of the Hungarian Competition Authority (why they can be considered as a restriction of competition necessary and therefore related to the concentration).

**IV.4.** Declare if the planned concentration or the relating transaction qualifies as a concentration pursuant to Article 171(1) of Act CLXXXV of 2010 on Media Services and on the Mass Media (hereinafter referred to as Mttv.), and, if so, whether the preliminary consent of the Media Council of the National Media and Infocommunications Authority (hereinafter: Media Council) pursuant to Article 171(7) of the Mttv. has been obtained. If the preliminary consent of the Media Council has not been obtained, declare whether you consent to the transmission of the notification containing privileged information (business secrets) to the Media Council in order to enable it to carry out the specialist authority proceeding.

**IV.5.** If, as a precondition of the implementation of the proposed concentration or of a part thereof, a Hungarian or an EU legal act requires the satisfaction of additional requirements, or if the notification of the proposed concentration to the Hungarian Competition Authority, as set out in the HCA, requires the application of rules different from the general rules, or if further special authorisations or other regulatory procedures are required, describe under which legal provision and before which Hungarian authority a notification has been made or is planned to be made, when the procedure with that authority is expected to be completed and, if the procedure has already been completed at the time of submission of the present merger notification, what the outcome of the procedure was.

## V. Overlapping or related markets

In this section, information must be provided on the overlapping or related activities (the range of products produced or distributed or services supplied) of each of the participants of the concentration (direct and indirect) and of the undertakings connected to them through joint control in a given geographic area. The purpose is to identify *overlapping and/or related markets* in which the participants are or may reasonably be present. It also sets out to establish those markets in which the concentration would, with a sufficient level of certainty, not lead to the effective weakening of competition under any reasonable, potential definition of the product or geographic markets.

*Note:* For the purposes of this section, the terms “overlapping markets” and “related markets” do not refer to overlapping or related markets in terms of the relevant markets (market definitions) that are definitive for the assessment of the case concerned, but to the markets that could *reasonably* be affected based on Article 14 of the HCA, which may serve as the starting point for the definition of the relevant market pursuant to Article 14 of the HCA. Furthermore, *product* shall mean any product manufactured or distributed, activity carried out or service provided.

The activity of related undertakings through joint control (as described in point II.2 of the form), which, pursuant to Article 15 of the HCA, do not belong to the groups of undertakings involved in the concentration, must be taken into account in connection with the presentation of the activities, calculation of market shares and the analysis of the effects on competition. The market shares of jointly controlled undertakings shall be taken into consideration in proportion to the number of joint controllers when initiating a competition supervision proceeding to investigate the concentration or analysing the criteria for a Phase II investigation [see Chapter III.2 of the Notice of the President of the Hungarian Competition Authority and the Chair of the Competition Council of the Hungarian Competition Authority on the obligation to notify a concentration, the initiation of a competition supervision proceeding and the condition of “being non-obvious” applicable in the case of a Phase II proceeding (hereinafter: Notice on the initiation of proceedings)] and when analysing theories of harm, incentives and the ownerships.

### V.1. Activities of the participants of the concentration

**V.1.1.** Provide the following separately for each group of undertakings participating in the concentration

- a) all products and services (hereinafter jointly: products) which are presented in Chapter II of this form in respect of the groups of undertakings concerned, and which are, or may reasonably be present in Hungary (including the products of undertakings which make purchases in Hungary),
- b) in the case of each product specified in point (a), the place of manufacturing, the area of sales!

You may find it helpful to fill in the table below separately for each group of undertakings.

Group of undertaking 1: ...		
#	Product	Location
1.		
...		

**V.1.2.** Indicate which of the products identified in the previous point would result in a change in the activities of the participants of the concentration.

### V.2. Overlapping product markets

For the purposes of this chapter, an *overlapping market* is one in which a horizontal overlap exists or may evolve between the activities of the participants to the concentration in a given geographical area. A market is also



considered to be overlapping if only one of the participants is currently active in the relevant market, but there is an undertaking in the other group of undertakings participating in the concentration for which the conditions for timely and sufficient entry are present, i.e., it can be considered a potential competitor. The assessment should also take into account the products under development by the undertakings concerned.

**V.2.1.** List all products for which overlapping markets can be identified under a reasonable product market definition. Briefly describe these products (e.g., their typical use) and their possible segmentation or categorisation. If only potential overlaps can be identified, describe the circumstances on the basis of which an undertaking that is not yet active on the relevant market can be considered a potential competitor. In addition, describe such undertaking's future development possibilities. Furthermore, outline the specifics and substitutability as well as the reproducibility of the know-how/innovation/technology/goodwill serving as a base for the marketable value of this undertaking. When answering this question, focus only on the product dimension, without taking into account the geographical dimension.

**V.2.2.** For each of the products identified in point V.2.1, please specify and justify each product market definition that could reasonably lead to an overlap. When justifying the product market definitions, please describe the previous case law of the Hungarian Competition Authority and/or the European Commission, referring to the case numbers and the relevant points of the decisions.

When you answer and assess the relevant product combinations, you may find it helpful to fill in the table below.

#	Reasonable product market definition resulting in an overlap	Product(s) of an undertaking belonging to one group	Product(s) of an undertaking belonging to the other group	Relevant case law
1.				
2.				
...				

### **V.3. Geographical dimension of overlapping markets**

**V.3.1.** Specify and justify which potential geographic dimensions can be associated with each of the overlapping potential product market definitions identified in point V.2 (a possible product market definition often has several possible geographic market definitions).

For the possible product market definitions identified in the previous point, you may find it helpful to fill in the table below.

#	Reasonable, potential product market definition	Reasonable geographical dimensions			
		Version 1	Relevant case law	Version 2	Relevant case law
1.					
2.					
3.					
...					

**V.3.2.** When justifying the geographic market definitions in relation to the plausible geographic dimensions, please provide the previous case law of the Hungarian Competition Authority and/or the European Commission, referring to the case numbers and the relevant points of the decisions.

#### **V.4. Market shares in overlapping markets**

**V.4.1.** Specify the (estimated) size of all reasonable overlapping markets (combinations of product and geographic market definitions resulting in overlaps) identified in your answer to question V.3 both in terms of product market definition and geographic market definition resulting in actual or potential overlaps (turnover, in million HUF), and the turnover of the participants of the concentration (in million HUF) in the relevant product and geographic market combination for the previous closed financial year and their market shares calculated on these bases by completing the table below:

#	Reasonable potential product market definition resulting in an overlap	Reasonable potential geographic market definition resulting in an overlap	Size of market	Undertaking belonging to one group		Undertaking belonging to the other group		Market share of participants in aggregate (%)
				Turnover	Market share (%)	Turnover	Market share (%)	
1.								
2.								
3.								
...								

*Note: If the market share calculated on the basis of turnover is not considered by the participants to be appropriate, the data may be provided with another indicator (e.g., quantity of sold products, capacity or other indicators that the participants of the concentration consider more appropriate for demonstrating the significance of the undertakings on the relevant market), with appropriate justification, in addition to the mandatory provision of turnover-based market information.*

**V.4.2.** With regard to the data on market size and market shares provided in your answer to question V.4.1, please specify and/or provide objective, verifiable sources of the data and details of the method of estimation applied.

**V.5. Related products**

For the purposes of this chapter

1. *related markets*: a market pair if
  - a) there is a vertical relationship between the activities of the participants of the concentration and one of the parties is present as a seller, the other as a buyer on the given market. There is a vertical relationship whether or not there is an actual supplier relation between the undertakings of the participants of the concentration, or
  - b) there is some other type of substantial relationship between the markets (e.g. the outputs of certain activities of the participating undertakings are complementary to each other or these products are typically purchased or used by the same scope of trading parties or consumers for the same purposes).
2. in order to duly complete parts V.5 to V.8, it is highly recommended to refer to the Guide, particularly the illustrative example relating to Chapter V. of the notification form.

**V.5.1.** List all products for which related markets can be identified under a reasonable product market definition and name the market pairs identified.

**V.5.2.** Describe the type of the relation between the products identified in point V.5.1, by market pairs [e.g. vertical relationship (where one product is an input for another product) or complementary relationship (where the products are closely related, they are complementary products or they are products belonging to the same product range), etc.] and briefly describe the products and the technological, economic, distribution and/or other linkages between them.

**V.6. Related product markets**

**V.6.1.** For each of the products listed in point V.5, please specify and justify each reasonable potential product market definition that results in a relation as well as the markets that are related to it. When justifying the product market definitions, please describe the previous case law of the Hungarian Competition Authority and/or the European Commission, referring to the case numbers and the relevant points of the decisions.

You may find it helpful to fill in the table below.

#	Product	Reasonable potential product market definition resulting in related market	Related seller and/or buyer market	Relevant case law
1.				
2.				
3.				
...				

## V.7. Geographical dimension of related markets

**V.7.1.** Specify and justify which reasonable potential geographic market definitions can be associated with each of the various potential product market definitions identified in Chapter V.6. (one possible product market definition often has several possible geographic market definitions). When justifying the geographic market definitions, please describe the previous case law of the Hungarian Competition Authority and/or the European Commission, referring to the number of cases and the relevant points of the decisions.

For the possible product market definitions identified in the previous point, you may find it helpful to fill in the table below.

#	Reasonable potential product market definition identified	Reasonable potential geographical dimensions			
		Version 1	Relevant case law	Version 2	Relevant case law
1.					
2.					
3.					
...					

## V.8. Market shares on related markets

**V.8.1.** Please provide the (estimated) size of the product and geographic market definitions resulting in a relation between markets as identified in Chapter V.7. (turnover, in million HUF), as well as

- a) in the case of a vertical relations, the turnover of the participants of the concentration on the seller side of the market concerned in the previous closed business year (in million HUF) and the purchase of the participants of the concentration on the buyer side of the same market in the previous closed business year (in million HUF),
- b) in the case of a complementary relationship, the turnover of the participants of the concentration achieved in both markets in the previous closed business year (in million HUF),

as well as their market shares calculated from the above data, by completing the tables below:

#	Reasonable product market definition potentially resulting in a <b>vertical</b> relation	Reasonable geographic market definition potentially resulting in a <b>vertical</b> relation	Size of market	Undertaking(s) belonging to one group		Undertaking(s) belonging to the other group		Market share of participants in aggregate (%)
				Turnover / purchase <sup>8</sup>	Market share (%)	Turnover / purchase <sup>9</sup>	Market share (%)	
1.	Market 1 (seller side)							
	Market 1 (buyer side)							
2.	Market 2 (seller side)							
	Market 2 (buyer side)							

#	Reasonable related product markets potentially resulting in a <b>complementary</b> relation	Reasonable geographic market definition resulting in a <b>complementary</b> relationship	Size of market	Undertaking(s) belonging to one group		Undertaking(s) belonging to the other group		Market share of participants in aggregate (%)
				Turnover	Market share (%)	Turnover	Market share (%)	
1.	Market 1							
	Market 2							
2.	Market 1							
	Market 2							
3.	Market 1							
	Market 2							
...								

*Note: (i) If the market share calculated on the basis of sales (turnover) is not considered by the participants to be an appropriate indicator, the data may be provided with another indicator (e.g., quantity of sold products, capacity or other indicators that the participants of the concentration consider more appropriate for demonstrating the significance of the undertakings on the relevant market), with appropriate justification, in addition to the mandatory provision of turnover-based market information. (ii) Indicate in separate tables the vertical and complementary linkages.*

**V.8.2.** In relation to the data on market size and market shares provided in your answer to question V.8.1, please specify and/or provide objective, verifiable sources of the data and details of the method of estimation applied.<sup>10</sup>

<sup>8</sup> In the case of a seller, turnover; in the case of a buyer, purchase.

<sup>9</sup> In the case of a seller, turnover; in the case of a buyer, purchase.

<sup>10</sup> The Guide may provide reference on how to estimate the market share of the players on the seller and buyer side of a vertically related market pair.

## V.9. Qualitative aspects of the effects on competition (*optional questions*)

According to the Notice on the initiation of proceedings, in assessing whether the concentration would clearly not lead to a reduction of competition in the relevant market, the market shares that would result from the concentration should be examined in the first instance.

In accordance with the thresholds in the Notice, there is a significant overlap between the activities of the participants if the joint market share of the market players on the overlapping product markets is over 20%.

A significant relation can be identified where the sole market share of one of the groups of undertakings participating in the concentration either on the seller or on the buyer side of the market resulting in a vertical relation, or on at least one of the complementary markets, is at least 30%.

In addition to the market share thresholds set out above, the question of a significant lessening of competition will be determined on the basis of the individual market shares of each of the groups of undertakings concerned as well as the concentration of the relevant market (see Chapter III.2 of the Notice on the initiation of proceedings), and also qualitative aspects (intensity of potential competition, the criteria for entering the market, the market power of competitors and customers, etc.), which are dependent on the specific transaction and market circumstances and cannot be defined in advance, and which may preclude a substantial lessening of competition in the affected markets even in the case of market shares appreciably exceeding the above thresholds (see Chapter III.2 of the Notice on the initiation of proceedings). On the other hand, in the case of a potential overlap, a significant lessening of competition may also arise if a group of undertakings with significant market power on the basis of its actual presence in a given relevant market (which the Hungarian Competition Authority considers likely in principle for a current share above 40% on the relevant market) is considering to implement a concentration with a group of undertakings not yet present on, or with only a minimal share in the relevant market, where, on the basis of verifiable circumstances (e.g. innovation, size of the future customer base), a significant future development (entry or expansion) in the relevant market can be considered realistic.

If the party notifying the concentration is of the view that the concentration would not lead to adverse effects on competition even if the above-mentioned 20% or 30% market share thresholds are met, or even if a start-up undertaking is acquired by a significant market player, please provide the level of market-concentration and the argumentations based on the qualitative criteria mentioned above. (The possible criteria that may be referred to are set out in the detailed market analysis found in the Guide, out of which only those relevant to the theories of harm arising in the context of the transaction in question should be assessed.)

In such cases, before submitting the notification of the concentration, it is recommended to request a pre-notification contact regarding this topic from the Hungarian Competition Authority. With the pre-notification contact, the order of the investigation of a concentration due to an incorrectly completed form pursuant to Article 67(4)(b) of the HCA can be avoided. The framework of the pre-notification contact is included in the Pre-notification Notice.

If substantive overlaps and/or relations can be identified or adverse effects on competition cannot be clearly excluded and the initiation of a competition supervision proceeding is likely to be launched because the conditions set out in the Notice of the initiation of proceedings are fulfilled, the likely content of the Hungarian Competition Authority's investigation is foreshadowed by the questions and expectations of the detailed market analysis presented in the Guide. The market player notifying the concentration can therefore expect the Hungarian Competition Authority to conduct the investigation primarily, but not exclusively, along these lines, and the proceeding can be made more efficient and faster by including in the form the elements of the detailed market analysis under the Guide that are relevant to the concentration. (In Phase II proceedings, the examination of every aspect and the answering of every question of the detailed market analysis pursuant to the Guide may be necessary, and it is recommended to seek pre-notification contact also with regard to the questions that may be omitted.)

**V.9.1.** <sup>11</sup> If overlapping and/or significant relations can be identified between the activities of the participants based on the answers given to questions V.4.1 and V.8.1, but at the same time you consider that the transaction will clearly not lead to adverse effects on competition, please provide qualitative reasons in support of your view, depending on the specific transaction and market conditions (e.g., the intensity of the potential competition, the criteria for entering the market, the market power of competitors and customers, and other relevant aspects of the detailed market analysis according to the Guide).

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<sup>11</sup> The question should be answered depending on the relevant circumstances of the transaction and the intention of the party notifying the concentration.

**V.9.2.** If, as a result of the concentration an undertaking having considerable financial strength and significant market power on the relevant market acquires an undertaking that is not present on the relevant market or that has a net turnover of less than 1 billion 500 million HUF, but which nevertheless has significant development possibilities (start-up), but at the same time you consider that the transaction will clearly not have an adverse effect on competition, please provide qualitative arguments in support of your view, depending on the specific transaction and market circumstances (in particular the development potential and opportunities of the start-up, the characteristics and substitutability or replicability of the know-how/innovation/technology/goodwill serving as a base for the marketable value of the start-up, and other relevant aspects of the detailed market analysis according to the Guide).

**V.9.3.** If the markets concerned by the concentration fall within the digital sector (a digital concentration), describe the impact of the concentration on innovation and competition resulting from the concerned parties' access to data relevant for competition, as well as from the financial influence, economies of scale, ability to aggregate data and the aggregation of data sets of the parties to the concentration based on the criteria and questions of the detailed market analysis according to the Guide.

**V.9.4.** <sup>12</sup>If significant overlaps and/or relations can be identified or adverse effects on competition cannot be clearly excluded and the initiation of a competition supervision proceeding is necessary because the conditions set out in the Notice on the initiation of proceedings are fulfilled, you can declare in this point the details about the markets affected by the concentration and the likely effects on competition based on the aspects and questions of the detailed market analysis according to the Guide.

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<sup>12</sup> The question should be answered depending on the relevant circumstances of the transaction and the intention of the party notifying the concentration.

## VI. Appendices

For the notification of the concentration the documents supporting the facts and data disclosed in the notification must be attached to this form, in particular the contract(s) giving rise to the concentration or other document(s) serving as proof of the acquisition of control, and other documents directly related to the implementation of the concentration, as well as the annual accounts of the groups of undertakings concerned or of the top-level controlling undertaking of the group in respect of the closed business year preceding the concentration, if they are not available from a public database in Hungary. Documents or other files which are in the public domain or which must be contained in a public register established by law shall not be required to be attached to the notification.

For the authorisation of a proxy or agent for the service of process, the authorisation needs to be attached in a format provided for by the applicable law, in original or as a certified copy. An authorisation of a proxy or agent for the service of process issued abroad only needs to be verified if there is doubt about its authenticity or content.

Parties without any home address or registered office in Hungary shall appoint an agent for the service of process if they have no representative with a home address or registered office in Hungary.

Other documents (including the contract(s) giving rise to the concentration or other document(s) serving as proof of the acquisition of control) may be submitted in a simple copy (however, it is important that the copies are complete and of good quality).

With regard to Article 53/B (2) of the HCA, documents drawn up in English may also be submitted in the original language. In this case, the case handler or the Competition Council proceeding in the case may, acting ex officio, or upon the request of other parties may require the submission of a Hungarian summary or a Hungarian translation of the document. In the case of documents drawn up in other languages, the Hungarian translation of the relevant parts of the data and information provided in the form must also be attached. The Hungarian translation of the authorisation of the proxy or agent for the service of process must be attached even if the documents were issued in English.

If the Hungarian Competition Authority considers that a summary of a document or certain parts of a document or the Hungarian translation is necessary during its proceedings, it will request for the translation once the investigation of the concentration has been ordered. In order to avoid that a competition supervision proceeding is launched exclusively because of the need of a translation, it is recommended to request a pre-notification contact regarding this issue before the submission of the notification.

In this chapter, the list of the specific documents shall be provided; allocating serial numbers F/1., F/2., ..., F/n. to the documents. Please provide the serial numbers of the documents attached in the breakdown set out below as well as a brief description of their content (in a few words).

The attachment of documents specified in point VI.3.4 is mandatory only if significantly overlapping or related markets have been identified.

If, in your opinion, it is not necessary to answer a particular question or to attach a document requested in the notification form, in light of the characteristics of the proposed concentration, either in its entirety or in the depth required in the notification form, or if a question is not applicable to the concentration at hand, please indicate which questions or parts of questions fall into this category. Please declare that in the absence of such information the notification still contains all the facts and data necessary for the assessment of the notification.

### VI.1. The version of the form not containing business secrets

### VI.2. Authorisation of proxies or agents for the service of process

**VI.2.1.** Document(s) certifying the authorisation of the representative(s) of the party/parties notifying the concentration to act as a proxy

**VI.2.2.** Document(s) certifying the authorisation of the representative(s) of other direct participant(s) who are not considered participant to act as a proxy

**VI.2.3.** Authorisation of the agent for the service of process

### VI.3. Documents relating to the implementation of the concentration



**VI.3.1.** Document(s) underlying a bona fide determination to create the concentration

**VI.3.2.** Other document(s) certifying the acquisition of control

**VI.3.3.** Other document(s) directly related to the implementation of the concentration

**VI.3.4.** Documents relating to the preparation of the concentration, in particular the minutes of meetings of the governing boards of the undertakings concerned at which the resolution to prepare the transaction was on the agenda, as well as presentations, analyses, reports, studies drawn up in preparation of the transaction (mandatory if significantly overlapping/related markets have been identified)

**VI.4. Documents substantiating the turnover data or other documents supporting the data and information provided in the notification form**

**VI.4.1.** The annual accounts or simplified annual accounts of the directly participating groups of undertakings (or their top-level controlling undertaking) pursuant to Article 27 of the HCA for the last business year for which a true and fair view has been taken of the financial statements preceding the submission of the notification, or links to them (if they are not available from a public database in Hungary) [see Article 27(7) of the HCA]

**VI.4.2.** Other documents supporting the data and information provided in the notification form (e.g., preliminary consent of the Media Council)

## VII. Statement on the data to be treated as business or private secret in the notification of the concentration or in the attached documents

The files relating to the notification proceeding may be accessed at any time by the party notifying the concentration and by the undertaking mentioned in Article 52(a)(aa) of the HCA, and by other persons only after the proceeding has been closed, under the condition that restricted access data may only be disclosed if the person requesting access to the file can prove that the special conditions for disclosure of the data concerned, specified in the separate act on the protection of data, are met.

If the notification or any attached documents contain data which qualify as a business secret or a private secret (hereinafter together: business secret) pursuant to the provisions of Article 55/A(2) and (4) of the HCA, the Hungarian Competition Authority may only restrict access to the files or the making of copies and the taking of notes if the data to be treated as business secret and the justification for such treatment, in particular the interest to be protected which would be harmed if the data were disclosed to unauthorised persons, are clearly specified separately for every single piece of data when the documents are supplied.

To fulfil these requirements easily, please – using the sample declaration below – indicate the relevant point(s) of the form or the serial number(s) of the attached document(s) in accordance with Chapter VI and the textual description of the data used to identify the data to be treated as business secrets, and, for each piece of data separately, the justification for such treatment, in particular the interests to be protected which would be harmed if the data were disclosed to unauthorised persons. (The textual identification of the data requested to be treated as business secrets in the form or, where possible, in the attached documents, may be done by highlighting them in grey and referring to this fact, giving the appropriate justification.) In the case of data requested to be treated as business secrets, it is sufficient to give a textual proposal for the proposed summary only in the version of the notification which does not contain business secrets / open file version of the notification.

If the undertaking submitting the notification is not the owner of the data stated as a business secret, the owner of the data and its contact details must also be provided, and it must be demonstrated that the data is lawfully obtained from the owner of the data and that the data is treated under an obligation of confidentiality.<sup>13</sup>

### Example:

The notification and the attached documents contain data to be treated as a business secret or a private secret according to the following:

Data to be treated as a business secret	Justification for the treatment as a business secret	The owner of the data
[identification and description of data 1., indication of the parts of the documents containing the data]	[the interest to be protected which would be harmed if the data were disclosed to unauthorised persons]	[name and address of the owner of the data]
[identification and description of data 2., indication of the parts of the documents containing the data]	[the interests to be protected which would be harmed if the data were disclosed to unauthorised persons]	[name and address of the owner of the data]

<sup>13</sup> More information can be found in the Information Notice on Trade Secret Declarations and the filing of confidential documents, available on the website of the Hungarian Competition Authority ([https://gvh.hu/pfile/file?path=/szakmai\\_felhasznaloknak/tajekoztatok/szakmai\\_felhasznaloknak\\_tajekoztatok\\_ut\\_2\\_020\\_10\\_26\\_uj\\_arculat\\_uj\\_szekhely&inline=true](https://gvh.hu/pfile/file?path=/szakmai_felhasznaloknak/tajekoztatok/szakmai_felhasznaloknak_tajekoztatok_ut_2_020_10_26_uj_arculat_uj_szekhely&inline=true))